

EXHIBIT D

CONFLICT OF INTEREST

Cameron County Regional Mobility Authority Conflict of Interest Policy for Consultants

The Cameron County Regional Mobility Authority (CCRMA) anticipates utilizing outside consultants for a significant portion of the work necessary to plan, study, and develop transportation projects. The CCRMA also anticipates developing projects through a variety of means, including through private sector involvement and contracts that combine various elements of the work necessary for design, construction, financing, operation and/or maintenance of projects. The CCRMA recognizes that many of the same individuals and firms that provide services to it may also have, or previously have had, some business relationship with individuals and firms seeking to do business with the CCRMA. To that any such relationships are fully disclosed and so as to assure that the impartiality of the CCRMA personnel and the individuals and firms working for the CCRMA ("outside consultants") is not compromised, CCRMA's personnel and outside consultants, and those individuals and firms seeking to do business with the CCRMA, must adhere to the following procedures:

1. The CCRMA shall maintain, on its website and in the records of the authority, a list of CCRMA's personnel and outside consultants. Any individual or firm receiving more than \$10,000 in compensation for goods and services rendered to the CCRMA during the preceding 12 months, as well as any newly hired individual or firm expected to be paid more than \$10,000 in a 12 month period, shall be included on that list.

2. Any individual, firm, or team (including individual team members) submitting a proposal (including an unsolicited proposal and a response to solicited proposal) to the CCRMA to perform work for the authority shall disclose on its submittal the existence of any current or previous (defined as one terminating within 12 months prior to submission of the proposal) business relationship with any of the CCRMA's personnel or outside consultants. The disclosure shall include information on the nature of the relationship, the current status, and the date of termination (or expected termination, if known) of the relationship. Failure to make the disclosure required in this paragraph is grounds for rejection of the proposal and disqualification from further consideration for the project or work which is the subject of the proposal.

3. Separate and apart from the disclosure required to be made by proposers under the preceding paragraph, any personnel or outside consultants of the CCRMA who are requested to participate in any way in the review of a proposal, the procurement of good and services leading to a proposal, or the supervision of work to be performed pursuant to a proposal, must disclose the existence of any current or previous business relationship with any individual, firm, or team (including team members) making a proposal to provide goods or services or a proposal to perform work to be supervised. Failure to make the disclosure required in this paragraph is

grounds for termination of work by the key personnel failing to make the disclosure. Disclosures required under this paragraph shall be made within three business days of receipt of information concerning the identity of a proposer to the CCRMA's executive director in accordance with paragraph 5 below, unless the disclosure is required of the executive director, in which case disclosure shall be made to the chairman of the CCRMA board of directors

4. For any disclosures required under paragraphs 2 or 3 above, the affected personnel, outside consultant, or individual or firm submitting a proposal shall complete and submit the form attached hereto as Attachment A. (Submittal of such form shall be sufficient to constitute the disclosure required under paragraph 3 above.) Completion of the required information is necessary to provide the CCRMA with information to assess the nature of the prior or current business relationships, the role of individuals and firms involved, internal safeguards which may be implemented by the affected personnel or outside consultant to protect against access to, or disclosure of, information, and the potential for the prior or current business relationship to compromise the independence of the affected personnel or outside consultant.

5. The CCRMA's executive director shall be responsible for compiling and presenting to the Executive Committee information concerning all conflict of interest disclosures. The Executive Committee shall determine whether to permit the affected personnel or outside consultant to continue its work on the proposal or the work giving rise to the conflict, and if such work is permitted to continue, the safeguards to be implemented as a condition of the continuation. If continuation of work is approved subject to the implementation of safeguards, failure to implement and maintain those measures is grounds for termination of that work and any further work for the authority. If the Executive Committee does not approve of the continuation of work by the affected personnel or outside consultant, that individual or firm shall immediately cease any work and shall turn over all records concerning such work to the authority.

6. These policies and procedures may be amended or modified at any time through action of the CCRMA board of directors. Key personnel and proposers seeking to do business with the CCRMA are responsible for complying with these policies and procedures as amended for time to time.

CONFLICT OF INTEREST POLICY FOR CONSULTANTS IDENTIFICATION OF KEY PERSONNEL

The CCRMA has adopted a Conflict of Interest Policy for Consultants. Copies of the policy and the disclosure form may be obtained by contacting the CCRMA at 956-621-5571.

The Conflict of Interest Policy for Consultants required that the CCRMA designate key personnel and entities for purposes of disclosing potential conflicts of interest. The Consultant must complete Attachment A to this policy in consideration of the list identified below. The Consultant may attach multiple pages of Attachment A if necessary. The list is as follows:

CCRMA Board Members, Key Personnel, and Government Partners

Board Members and Key Personnel

Frank Parker Jr.
Michael Scaief
Mark Esparza
Maria Villegas, MD
Arturo A. Nelson
Al Villarreal
Leo Garza
Pete Sepulveda, Jr.
Jesus Adrian Rincones
Mark Iglesias

Vendors

Rentfro, Irwin, Irwin. P.L.L.C.
Locke Lord, LLP
Estrada Hinojosa & Company, Inc.
Fagan Consulting
S&B Infrastructure, LTD.
Figg Bridge Engineers, Inc.
Halff Associates, Inc

Government Partners

Cameron County
City of Brownsville
Brownsville Navigation District
City of Harlingen
City of Los Fresnos

Attachment A

DISCLOSURE STATEMENT FORM

This Disclosure Statement outlines potential conflicts of interest as a result of a previous or current business relationship between the undersigned individual (and/or the firm for which the individual works) and an individual or firm submitting a proposal or otherwise under consideration for a contract associated with _____.

SECTION I. Description of Potential Conflicts of Interest.

SECTION II. Management Plan for Dealing with Potential Conflicts of Interest.

SIGNED: _____ DATE: _____

NAME AND TITLE: _____

REPRESENTING: _____

APPROVED BY THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY:

SIGNED: _____ DATE: _____

NAME AND TITLE: _____

Confidential